

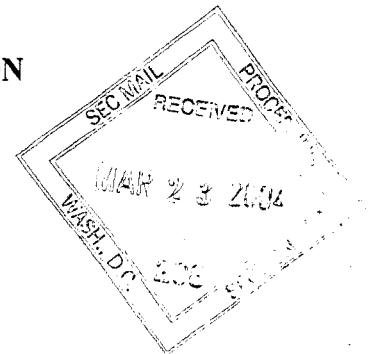


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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 11-K



(Mark One)

☒ ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2003

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 1-5375

PROCESSED

MAR 24 2004

THOMSON  
FINANCIAL

Technitrol, Inc. 2001 Employee Stock Purchase Plan  
(Full title of the Plan)

Technitrol, Inc.  
1210 Northbrook Drive, Suite 385  
Trevose, PA 19053  
(Name of issuer of the securities held pursuant  
to the Plan and the address of its principal executive office)

**Technitrol, Inc. 2001 Employee Stock Purchase Plan**

**Annual Report on Form 11-K**

**December 31, 2003**

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KPMG LLP  
1601 Market Street  
Philadelphia, PA 19103-2499

### **Independent Auditors' Report**

The Compensation Committee of the  
Technitrol, Inc. Board of Directors:

We have audited the accompanying statements of financial position of the Technitrol, Inc. 2001 Employee Stock Purchase Plan (the Plan) as of December 31, 2003 and 2002 and the related statements of changes in plan equity for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Plan as of December 31, 2003 and 2002, and the changes in plan equity for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

*KPMG LLP*

March 12, 2004

**Technitrol, Inc. 2001 Employee Stock Purchase Plan**

**Statement of Financial Position**

December 31, 2003 and 2002

	<u>2003</u>	<u>2002</u>
PLAN ASSETS		
Participants' contributions due from Technitrol, Inc.	<u>\$350,483</u>	<u>\$413,675</u>
PLAN EQUITY		
Net assets available for plan participants	<u>\$350,483</u>	<u>\$413,675</u>

See accompanying notes to financial statements.

**Technitrol, Inc. 2001 Employee Stock Purchase Plan**

**Statement of Changes in Plan Equity**

For the years ended December 31, 2003 and 2002

	<u>2003</u>	<u>2002</u>
Participant contributions	\$887,312	\$1,139,867
Purchase and distribution of Technitrol, Inc. common stock to participants	<u>950,504</u>	<u>1,364,034</u>
Net (decrease) in plan equity	(63,192)	(224,167)
Plan equity at beginning of the period	<u>413,675</u>	<u>637,842</u>
Plan equity at end of period	\$ <u>350,483</u>	\$ <u>413,675</u>

See accompanying notes to financial statements.

## **Technitrol, Inc. 2001 Employee Stock Purchase Plan**

### **Notes to Financial Statements**

#### **(1) Description of the Plan**

The following description of the Technitrol, Inc. 2001 Employee Stock Purchase Plan (the "Plan") provides general information only. Participants should refer to the Plan prospectus for more complete information.

The Plan is an employee stock purchase plan that allows substantially all full-time employees of Technitrol, Inc. and its subsidiaries (the "Company") to purchase shares of the Company's common stock at a discount. Generally, employees who elect to participate may purchase, through payroll deductions, up to 10% of their base compensation, not to exceed \$25,000 of the Company's common stock in any calendar year. The maximum amount of \$25,000 is based on the fair value of the Company's common stock on the first day of the offering period in which the shares are purchased. The purchase price is the lower of 85% of the fair market value of the common stock on the first day of the offering period or 85% of the fair market value of the common stock on the last day of the purchase period. The committee that administers the Plan may change the percentage of fair market value in determining the purchase price in any future offering period, but not below 85%. Offering periods and purchase periods are six months. At any time, a participant may withdraw from the Plan during the offering period by giving written notice to the Company. In the event a participant terminates employment with the Company for any reason (including death), his or her participation in the Plan terminates as well, and all accumulated payroll deductions credited to the participant's account under the Plan will be paid to the participant (or the participant's estate), without interest, except as required by local law.

The Plan was adopted by the Board of Directors in 2001 and approved by the stockholders of the Company in May 2001. As of December 31, 2003 and 2002, 1,000,000 shares of common stock are authorized for issuance under the Plan and that amount will increase annually as specified in the Plan document. At December 31, 2003 and 2002, there were 308 and 402 participants in the Plan, respectively.

The Plan uses the accrual basis of accounting. Purchases of shares of the Company's common stock are recorded on a trade date basis.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of Plan assets and equity and the reported amounts of changes in Plan equity during the reporting period. Actual results could differ from those estimates.

#### **(2) Purchase and Distribution of Shares**

Purchases are made by the participant under the terms of the Plan, and the shares purchased are distributed to the individual participant. The purchase price is the lower of 85% of the fair

market value of the common stock on the first day of the offering period or 85% of the fair market value of the common stock on the last day of the purchase period.

(3) Participants' Contributions

Participant contributions during 2003 and 2002 were \$887,312 and \$1,139,867, respectively.

Participant contributions due from the Company were \$350,483 and \$413,675 as of December 31, 2003 and 2002, respectively. Participant contributions due from the Company represent payroll deductions retained by the Company to purchase shares for participants under the Plan.

(4) Administrative Expenses of the Plan

All administrative expenses of the Plan are paid by the Company. Brokerage fees for the subsequent sale of shares by participants are paid by the participants.

(5) Federal Income Tax

The Plan is intended to qualify under the provisions of Section 423 of the Internal Revenue Code of 1986, as amended. Under existing federal income tax laws, the Plan is not subject to federal income tax. When shares of stock are sold by a participant, any gain or loss must be recognized by that participant.

## SIGNATURES

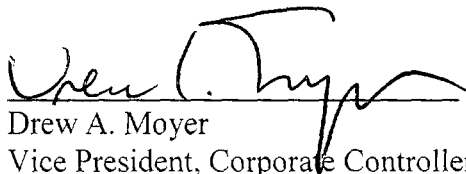
Pursuant to the requirements of the Securities Exchange Act of 1934, the Plan Administrator has duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

**Technitrol, Inc. 2001 Employee Stock Purchase Plan**

(Name of Plan)

Date

3-19-04



Drew A. Moyer

Vice President, Corporate Controller and Secretary  
Administrator of the Plan



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## **EXHIBIT INDEX**

### **DOCUMENT**

23. Independent Auditors' Consent

**EXHIBIT 23**

**Independent Auditors' Consent**

The Compensation Committee of the  
Technitrol, Inc. Board of Directors:

We consent to the incorporation by reference in the registration statement (No. 333-64060) on Form S-8 of Technitrol, Inc. of our report dated March 12, 2004, with respect to the statements of financial position of the Technitrol, Inc. 2001 Employee Stock Purchase Plan as of December 31, 2003 and 2002, and the related statements of changes in plan equity for the years then ended, which report appears in the December 31, 2003 annual report on Form 11-K of the Technitrol, Inc. 2001 Employee Stock Purchase Plan.

**KPMG LLP**

Philadelphia, Pennsylvania  
March 19, 2004